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**COUNSEL FOR THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS**

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION**

In re:)	Chapter 11
)	
THE PILL CLUB PHARMACY HOLDINGS,)	Case No. 23-41090 (ELM)
LLC, <i>et al.</i> ¹)	(Jointly Administered)
)	
Debtors.)	
)	

**JOINT MOTION FOR APPROVAL OF
LIQUIDATION TRUST AGREEMENT**

**NO HEARING WILL BE CONDUCTED HEREON UNLESS A WRITTEN
RESPONSE IS FILED WITH THE CLERK OF THE UNITED STATES
BANKRUPTCY COURT AT 501 W. 10TH STREET, FORT WORTH,
TEXAS 76102 BEFORE CLOSE OF BUSINESS ON AUGUST 20, 2024,**

¹ The debtors in these chapter 11 cases (collectively, the “Debtors” or “The Pill Club”), along with the last four digits of each Debtor’s federal tax identification number, are: (i) Hey Favor, Inc. (3206) (ii) The Pill Club Pharmacy Holdings, LLC (0112); (iii) MedPro Pharmacy, LLC (1138); (iv) MobiMeds, Inc. (3165); (v) FVR Medical Group, Inc. (6320); (vi) FVR Medical Group of New Jersey, PC (2934); (vii) FVR Medical Group of Kansas, PA (5449); and (viii) FVR Medical Group of Texas, PA (6479). The service address for the Debtors is: 411 Borel Avenue, San Mateo, CA 94402.

**WHICH IS AT LEAST 21 DAYS FROM THE DATE OF SERVICE
HEREOF.**

**ANY RESPONSE SHALL BE IN WRITING AND FILED WITH THE
CLERK, AND A COPY SHALL BE SERVED UPON COUNSEL FOR THE
MOVING PARTY PRIOR TO THE DATE AND TIME SET FORTH
HEREIN. IF A RESPONSE IS FILED, A HEARING MAY BE HELD WITH
NOTICE ONLY TO THE OBJECTING PARTY.**

**IF NO HEARING ON SUCH NOTICE OR MOTION IS TIMELY
REQUESTED, THE RELIEF REQUESTED SHALL BE DEEMED TO BE
UNOPPOSED, AND THE COURT MAY ENTER AN ORDER GRANTING
THE RELIEF SOUGHT OR THE NOTICED ACTION MAY BE TAKEN.**

The Official Committee of Unsecured Creditors (the “Committee”) for the Debtors, and The Pill Club Pharmacy Holdings, LLC and its affiliates (the “Pill Club”), as debtor and debtor in possession (the “Debtors”), by and through undersigned counsel, file this *Joint Motion* (the “Motion”) *to Approve Liquidation Trust Agreement* (the “Trust Agreement”). In support thereof, the Committee and the Debtor, respectfully state as follows:

JURISDICTION AND VENUE

1. The United States Bankruptcy Court for the Northern District of Texas (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b).
2. Venue is proper pursuant to 28 U.S.C. §§ 14808 and 1409.
3. The basis for the relief requested herein in section 1121 of title 11 of the United States Code, 11 U.S.C. § 101-1532 (the “Bankruptcy Code”).

BACKGROUND

4. On April 18, 2023 (the “Petition Date”), the Debtors and their corporate affiliates each filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code (defined *infra*)

in the United States Bankruptcy Court for the Northern District of Texas. The Debtors' cases have been jointly administered.

5. On May 4, 2023, the Office of the United States Trustee ("UST") filed its *Appointment of the Official Unsecured Creditors Committee* [ECF No. 116], which appointed Veru Inc. ("Veru"), Mayne Pharma Commercial LLC, (f/k/a Mayne Pharma Inc.), and McKesson Corporation ("McKesson") as the Official Committee of Unsecured Creditors in the Debtors' bankruptcy cases. The UST subsequently filed an *Amended Appointment of the Official Unsecured Creditors Committee* [ECF No. 117], appointing only Veru and McKesson.

6. On September 29, 2023, the Debtors filed the *Debtors' Joint Plan of Liquidation* [ECF No. 499], as revised on February 23, 2024 [ECF No. 558], and modified on January 24, 2024 [ECF No. 568] (the "Plan")².

7. On December 28, 2023, the Debtors filed the *Disclosure Statement in Support of the Joint Chapter 11 Plan of Liquidation* [ECF No. 547], as revised on January 23, 2024 [ECF No. 558] and January 25, 2024 [ECF No. 569] (collectively, the "Disclosure Statement").

8. On July 15, 2024, the Court entered the *Order Approving Joint Disclosure Statement On A Final Basis and Confirming Debtors' Joint Chapter 11 Plan of Liquidation, as Modified* [ECF No. 635] (the "Confirmation Order").

9. The Confirmation Order at Page 33, Paragraph 10 states, in part, as follows:

The Debtors are hereby authorized to appoint the Liquidating Trustee, subject to the approval of a Liquidation Trust Agreement that is acceptable to the Debtors and the Creditors' Committee. . . . approval by this Court of the Liquidation Trust Agreement. . . shall be condition precedent to the Effective Date.

Confirmation Order at para. 10.

² Capitalized terms not defined herein shall have the meanings ascribed to them in the Plan.

10. The Debtors and the Committee have approved the Liquidation Trust Agreement attached hereto as **Exhibit A**.

RELIEF REQUESTED

11. The Debtors and the Committee request that the Court approve the Liquidating Trust Agreement attached here to as **Exhibit A**.

NOTICE

12. The Debtors will provide notice of this Motion to the following parties, or their counsel, if known: (a) the United States Trustee for the Northern District of Texas; and (b) all creditors listed on Debtors' creditor matrix.

WHEREFORE, the Debtors and the Committee respectfully requests the Court enter an order, granting the relief requested in this Motion and granting such further relief as the Court deems just and proper.

Dated: Dallas, Texas
July 30, 2024

By: /s/ David W. Parham

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